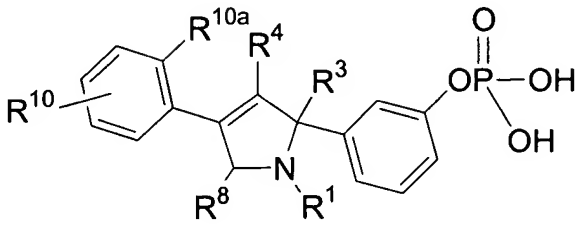
IN THE CLAIMS:

1. – 3. Cancelled.

4. (Currently Amended) A compound of the Formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

~~m is 0, 1, or 2;~~

~~r is 0 or 1;~~

~~s is 0 or 1;~~

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl, and

~~2) (C=O)aryl,~~

~~3) (C=O)C_3-C_8-cycloalkyl,~~

~~4) (C=O)heterocyclyl,~~

5) $(C=O)NR^cR^{c'}$,

~~6) $(C=S)NR^cR^{c'}$,~~

~~7) $SO_2NR^cR^{c'}$,~~

~~8) SO_2C_1-C_{10}-alkyl,~~

~~9) SO_2-aryl, and~~

~~10) SO_2-heterocyclyl,~~

said alkyl~~, aryl, cycloalkyl, and heterocyclyl~~ is optionally substituted with one or more substituents selected from R^{10}; or

R^3, R^4 and R^8 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl~~, and~~
~~3) C_1-C_6 perfluoroalkyl,~~

~~said alkyl is optionally substituted with one or more substituents selected from R^{10};~~

R^{10} are independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
~~2) $(C=O)_aO_b$aryl,~~
~~3) C_2-C_{10} alkenyl,~~
~~4) C_2-C_{10} alkynyl,~~
~~5) $(C=O)_aO_b$ heterocyclyl,~~
6) CO_2H,
7) halo,
~~8) CN,~~
9) OH,
~~10) O_bC_1-C_6 perfluoroalkyl,~~
11) $O_a(C=O)_bNR^{12}R^{13}$,
~~12) $S(O)_mR^a$,~~
~~13) $S(O)_2NR^{12}R^{13}$,~~
~~14) oxo,~~
~~15) CHO,~~
~~16) $(N=O)R^{12}R^{13}$,~~
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};~~

R^{10a} is halogen;

~~R^{11} is selected from:~~
~~1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,~~
~~2) $O_r(C_1$-$C_3)$perfluoroalkyl,~~
~~3) oxo,~~
~~4) OH,~~

~~5) halo,~~
~~6) CN,~~
~~7) $(C_2$-$C_{10})$alkenyl,~~
~~8) $(C_2$-$C_{10})$alkynyl,~~
~~9) $(C{=}O)_r O_s(C_3$-$C_6)$cycloalkyl,~~
~~10) $(C{=}O)_r O_s(C_0$-$C_6)$alkylene-aryl,~~
~~11) $(C{=}O)_r O_s(C_0$-$C_6)$alkylene-heterocyclyl,~~
~~12) $(C{=}O)_r O_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,~~
~~13) $C(O)R^a$,~~
~~14) $(C_0$-$C_6)$alkylene-CO_2R^a,~~
~~15) C(O)H,~~
~~16) $(C_0$-$C_6)$alkylene-CO_2H,~~
~~17) $C(O)N(R^b)_2$,~~
~~18) $S(O)_m R^a$,~~
~~19) $S(O)_2N(R^b)_2$, and~~
~~20) $OPO(OH)_2$;~~

~~said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;~~

R^{12} and R^{13} are independently selected from:

1) H~~,~~ and
2) $(C{=}O)O_bC_1$-C_{10} alkyl,
~~3) $(C{=}O)O_bC_3$-C_8-cycloalkyl,~~
~~4) $(C{=}O)O_b$aryl,~~
~~5) $(C{=}O)O_b$heterocyclyl,~~
~~6) C_1-C_{10}-alkyl,~~
~~7) aryl,~~
~~8) C_2-C_{10}-alkenyl,~~
~~9) C_2-C_{10}-alkynyl,~~
~~10) heterocyclyl,~~
~~11) C_3-C_8-cycloalkyl,~~
~~12) SO_2R^a, and~~
~~13) $(C{=}O)NR^b{}_2$,~~

~~said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or~~

~~R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, and heterocyclyl;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$; and

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, ~~aryl,~~ heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl ~~or~~

~~R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}.~~

5. (Original) A compound selected from:

3-{(2S)-4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl}phenyl dihydrogen phosphate;

3-[(2S)-1-[(2S)-2-cyclopropyl-2-hydroxyethanoyl]-4-(2,5-difluorophenyl)-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-((2S)-4-(2,5-difluorophenyl)-1-{[methyl(tetrahydrofuran-3-yl)amino]carbonyl}-2,5-dihydro-1H-pyrrol-2-yl)phenyl dihydrogen phosphate;

3-{(2S)-4-(2,5-difluorophenyl)-1-[(2S)-2-hydroxy-3,3-dimethylbutanoyl]-2,5-dihydro-1H-pyrrol-2-yl}phenyl dihydrogen phosphate;

2-(phosphonooxy)ethyl (1S)-1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-2,2-dimethylpropylcarbamate; and

(1*S*)-1-cyclopropyl-2-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-2-oxoethyl dihydrogen phosphate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Currently Amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~1~~ 4 and a pharmaceutically acceptable carrier.

7. (Original) The composition of Claim 6 further comprising a second compound selected from: 1) an estrogen receptor modulator, 2) an androgen receptor modulator, 3) a retinoid receptor modulator, 4) a cytotoxic/cytostatic agent, 5) an antiproliferative agent, 6) a prenyl-protein transferase inhibitor, 7) an HMG-CoA reductase inhibitor, 8) an HIV protease inhibitor, 9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, 11) a PPAR-γ agonist, 12) a PPAR-δ agonists; 13) an inhibitor of cell proliferation and survival signaling, and 14) an agent that interfers with a cell cycle checkpoint.

8. -11. Previously cancelled